

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

TRUE VALUE COMPANY, L.L.C. *et al.*,

Debtors.¹

Chapter 11

Case No. 24-12337 (KBO)

(Jointly Administered)

Ref. Docket Nos. 19, 72, 106, & 175

**CERTIFICATION OF COUNSEL SUBMITTING *PROPOSED* THIRD INTERIM
ORDER (I)(A) AUTHORIZING DEBTORS TO USE CASH COLLATERAL;
(B) GRANTING ADEQUATE PROTECTION TO PREPETITION LENDERS;
(C) MODIFYING THE AUTOMATIC STAY; AND (D) SCHEDULING
A FINAL HEARING AND (II) GRANTING RELATED RELIEF**

On October 15, 2024, the debtors and debtors in possession (collectively, the “Debtors”) in the above captioned cases filed the *Motion of Debtors for Entry of Interim and Final Orders (I)(A) Authorizing Debtors to Use Cash Collateral; (B) Granting Adequate Protection to Prepetition Lenders; (C) Modifying the Automatic Stay; and (D) Scheduling a Final Hearing, and (II) Granting Related Relief* [Docket No. 19] (the “Motion”). A proposed form of order approving the Motion on an interim basis was attached to the Motion as Exhibit A.

On October 16, 2024, the United States Bankruptcy Court for the District of Delaware (the “Court”) held a hearing (the “Hearing”) to consider approval of the Motion. Prior to the Hearing, the Debtors received (i) informal comments to the Proposed Interim Order from the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) and (ii) PNC Bank, National Association (“PNC”) filed a formal objection with the Court [Docket No. 68].

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective tax identification numbers, are as follows: True Value Company, L.L.C. (9896); TV Holdco II, L.L.C. (2272); TV TSLC, L.L.C. (7025); TV GPMC, L.L.C. (8136); True Value Retail, L.L.C. (7946); TrueValue.com Company, L.L.C. (6386); True Value Virginia, L.L.C. (9197); Distributors Hardware, L.L.C. (8106). The address of the Debtors’ corporate headquarters is 8600 W. Bryn Mawr Ave. Chicago, IL 60631.

Following discussions with the U.S. Trustee, the Debtors filed a revised form of interim order [Docket No. 72], resolving the U.S. Trustee's informal comments. Subsequent to the Hearing, and in accordance with the Court's comments on the record, the Debtors filed a further revised form of interim order, which the Court entered on October 18, 2024 (the "First Interim Order") [Docket No. 106].

On October 28, 2024, the Debtors submitted a second revised form of interim order, which the Court entered that same day (the "Second Interim Order") [Docket No. 175]. Following continued and unsuccessful negotiations among the Debtors, PNC and the prepetition secured parties, and the Official Committee of Unsecured Creditors (collectively, the "Parties"), the Debtors hereby file a third proposed interim cash collateral order (the "Third Interim Order"), attached hereto as **Exhibit A**, extending the Second Interim Order through October 30, 2024 with a modified supplemental budget to govern the extended period provided for in the Third Interim Order attached thereto. The Parties each support an extension of the Third Interim Order and the U.S. Trustee does not object to entry of the Third Interim Order.

WHEREFORE, as the Debtors, the U.S. Trustee, and the Parties have agreed to the terms of the Third Interim Order, the Debtors respectfully request that the Court enter the Third Interim Order without further notice or hearing at the Court's earliest convenience.

[Signature Page Follows]

Dated: October 30, 2024
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Edmon L. Morton

Edmon L. Morton (Del. Bar No. 3856)
Kenneth J. Enos (Del. Bar No. 4544)
Kristin L. McElroy (Del. Bar No. 6871)
Timothy R. Powell (Del. Bar No. 6894)
One Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Email: emorton@ycst.com
kenos@ysct.com
kmcelroy@ycst.com
tpowell@ycst.com

- and -

GLENN AGRE BERGMAN & FUENTES LLP

Andrew K. Glenn (admitted *pro hac vice*)
Trevor J. Welch (admitted *pro hac vice*)
Malak S. Doss (admitted *pro hac vice*)
Michelle C. Perez (admitted *pro hac vice*)
Esther Hong (admitted *pro hac vice*)
1185 Avenue of the Americas
22nd Floor
New York, New York 10036
Telephone: (212) 970-1600
Email: aglenn@glennagre.com
twelch@glennagre.com
mdoss@glennagre.com
mperez@glennagre.com
ehong@glennagre.com

Proposed Efficiency Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Third Interim Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

TRUE VALUE COMPANY, L.L.C. *et al.*,

Debtors.¹

Chapter 11

Case No. 24-12337 (KBO)

(Jointly Administered)

Re: Dkt. Nos. 19, 106 & 175

**THIRD INTERIM ORDER (I)(A) AUTHORIZING DEBTORS TO USE CASH
COLLATERAL; (B) GRANTING ADEQUATE PROTECTION TO PREPETITION
LENDERS; (C) MODIFYING THE AUTOMATIC STAY; AND (D) SCHEDULING A
FURTHER INTERIM HEARING AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the Debtors for entry of interim and final orders under sections 105(a), 361, 362, 363, 503, 507 and 552 of the Bankruptcy Code, Bankruptcy Rules 2002, 4001 and 9014, and Local Bankruptcy Rules 2002-1, 4001-2, 9006-1 and 9013-1 (i)(a) authorizing the Debtors to use Cash Collateral; (b) granting Adequate Protection, solely to the extent provided in this interim order (this “Third Interim Order”), to the Prepetition Secured Parties; (c) modifying the automatic stay imposed by section 362 of the Bankruptcy Code to the extent necessary to implement and effectuate the terms of the Interim Orders (as defined herein) and the Final Order; and (d) scheduling the Final Hearing to consider approval of the Motion on a final basis, and (ii) granting related relief; and upon consideration of the interim relief requested in the Motion, the Cash Collateral Declarations and the evidence submitted and arguments made at the interim

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective tax identification numbers, are as follows: True Value Company, L.L.C. (9896); TV Holdco II, L.L.C. (2272); TV TSLC, L.L.C. (7025); TV GPMC, L.L.C. (8136); True Value Retail, L.L.C. (7946); TrueValue.com Company, L.L.C. (6386); True Value Virginia, L.L.C. (9197); and Distributors Hardware, L.L.C. (8106). The address of the Debtors’ corporate headquarters is 8600 W. Bryn Mawr Ave. Chicago, IL 60631.

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion or the First Interim Order, as applicable.

hearing held on October 16, 2024; and this Court having previously entered the *Interim Order (I)(A) Authorizing Debtors to Use Cash Collateral; (B) Granting Adequate Protection to Prepetition Lenders; (C) Modifying the Automatic Stay; and (D) Scheduling a Further Interim Hearing and (II) Granting Related Relief* [Dkt. No. 106] (the “First Interim Order”) and the *Second Interim Order (I)(A) Authorizing Debtors to Use Cash Collateral; (B) Granting Adequate Protection to Prepetition Lenders; (C) Modifying the Automatic Stay; and (D) Scheduling a Further Interim Hearing and (II) Granting Related Relief* [Dkt. No. 175] (the “Second Interim Order”) and, collectively with the First Interim Order and this Third Interim Order, the “Interim Orders”) on October 18, 2024 and October 28, 2024, respectively; and this Court having granted a continuance of the hearing scheduled for October 28, 2024 on the continued use of Cash Collateral to October 29, 2024 and having adjourned the hearing to October 30, 2024; and the Debtors, the Prepetition Secured Parties and the Committee (collectively, the “Parties”) having agreed to the relief set forth in this Third Interim Order,

IT IS HEREBY ORDERED THAT:

1. This Third Interim Order is entered as and solely to the extent set forth herein.
2. The Debtors are authorized to use Cash Collateral on an interim basis as set forth in the budget attached hereto as **Exhibit 1** (the “Third Interim Budget”) from and after the Petition Date through and including October 30, 2024 (the “Third Interim Period”); *provided, however*, that the Third Interim Period may be extended with the prior written consent of each of the Parties without further order of this Court; *provided, further*, that if the Third Interim Period is extended in accordance with this Paragraph 2, the Debtors shall file a notice of such extension on the docket of these Chapter 11 Cases with a corresponding extended Third Interim Budget.

3. The prior Interim Orders shall otherwise remain in full force and effect as if fully set forth herein, except with respect to the relief granted herein as to the Third Interim Period and the Third Interim Budget.

4. Any Bankruptcy Rule or Local Bankruptcy Rule that might otherwise delay the effectiveness of this Third Interim Order is hereby waived, and the terms and conditions of this Third Interim Order shall be effective and enforceable immediately upon its entry.

5. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Third Interim Order or either of the previous Interim Orders.

Exhibit 1

Third Interim Budget

(\$ in 000s)

Day # FCST:	1 FCST 10/30/2024
Cash Operating Receipts	
Operating Receipts	\$12,429
Other Receipts	—
Total Operating Cash Receipts	\$12,429
Operating Disbursements	
Payroll & Benefits	(1,630)
Rent	—
Other Operating Disbursements	(137)
Total Operating Disbursements	(\$1,766)
Operating Cash Flow	\$10,663
Restructuring / Chapter 11 Items	
UST Fees	—
Prepetition Taxes	(71)
FDM & Restructuring Items	(169)
Employee Benefits	—
Other Restructuring Items	—
Total Restructuring / Chapter 11 Items	(\$240)
Total Professional Fees	—
Cash Flow Before Financing	\$10,423
Total Financing Obligations	—
Net Cash Flow	\$10,423
Bank Cash	
BOP Bank Cash Balance	\$57,977
Net Cash Flow	10,423
Revolver Draw / (Paydown)	—
EOP Bank Cash Balance	\$68,400